

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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FEDERAL HOUSING FINANCE AGENCY, etc.,	: <u>PROPOSED ORDER</u>
	: <u>REGARDING DOCUMENT</u>
	: <u>PRODUCTION DEADLINES</u>
Plaintiff,	:
v.	: 11 Civ. 5201 (DLC)
UBS AMERICAS, INC., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	: 11 Civ. 6188 (DLC)
Plaintiff,	:
v.	:
JPMORGAN CHASE & CO., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	: 11 Civ. 6189 (DLC)
Plaintiff,	:
v.	:
HSBC NORTH AMERICA HOLDINGS, INC., et	:
al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	: 11 Civ. 6190 (DLC)
Plaintiff,	:
v.	:
BARCLAYS BANK PLC, et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
DEUTSCHE BANK AG, et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
FIRST HORIZON NATIONAL CORP., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
BANK OF AMERICA CORP., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
CITIGROUP INC., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
GOLDMAN, SACHS & CO., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
CREDIT SUISSE HOLDINGS (USA), INC., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
NOMURA HOLDING AMERICA, INC., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
Plaintiff,	:
v.	:
MERRILL LYNCH & CO., INC., et al.,	:
Defendants.	:
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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
	:
Plaintiff,	:
v.	:
SG AMERICAS, INC., et al.,	:
	:
Defendants.	:
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11 Civ. 6203 (DLC)

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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
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Plaintiff,	:
v.	:
MORGAN STANLEY, et al.,	:
	:
Defendants.	:
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11 Civ. 6739 (DLC)

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FEDERAL HOUSING FINANCE AGENCY, etc.,	:
	:
Plaintiff,	:
v.	:
ALLY FINANCIAL INC., et al.,	:
	:
Defendants.	:
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11 Civ. 7010 (DLC)

WHEREAS, Plaintiff the Federal Housing Finance Agency ("FHFA"), as conservator for the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, sought a deadline of May 31, 2013 for the production of documents and privilege logs in the above-captioned litigations presently pending before the Hon. Denise L. Cote, U.S.D.J., in the United States District Court for the Southern District of New York (the "FHFA Actions");



WHEREAS, certain Defendants in the FHFA Actions opposed those deadlines; and

WHEREAS, during an April 26, 2013 conference, the Court set dates after which the production of documents may result in the re-deposition of previously deposed witnesses of the producing party, and instructed the parties to draft an Order reflecting agreements that comport with the Court's instructions;

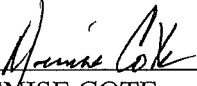
WHEREAS, the parties have set forth below (a) the aspects of a proposed Order as to which they have reached agreement and (b) their respective proposals as to matters in dispute:

IT IS HEREBY ORDERED THAT:

1. FHFA shall complete its document production by May 17, 2013, subject to the exceptions set forth in paragraph 6 below. FHFA shall produce by May 31, 2013 its privilege logs for all documents produced on or before May 17, 2013.
2. The Tranche 1 and 2 Defendants (as designated in the Attachment to this Order) shall complete their document productions by May 31, 2013, subject to the exceptions set forth in paragraph 6 below.
3. The Tranche 3 and 4 Defendants (as designated in the Attachment to this Order) shall complete their document productions by June 28, 2013, subject to the exceptions set forth in paragraph 6 below.
4. Each of the Defendants shall meet and confer in good faith with FHFA no later than May 15, 2013 in an attempt to reach agreement on reasonable deadlines for the production of privilege logs in their respective cases. The parties will submit a proposed order to the Court by 5:00 p.m. on May 15, 2013 that sets forth such agreed-upon deadlines; if FHFA and any Defendant do not reach agreement on such a deadline, the proposed order will reflect their competing proposals.
5. If a party produces any additional Witness Documents (as defined below) for any current or former employee after the applicable document production deadlines set forth above and after such witness has been deposed in any of these Actions, the party or parties that noticed the deposition (the "Noticing Party"), may presumptively re-open the deposition of such witness for an additional period not to exceed 3.5 hours.
6. The production deadlines and consequences of post-deadline production set forth in paragraphs 1 through 5 above shall not apply to the below categories of documents:
 - i. Documents produced as a result of a party's addition of any custodian after April 26, 2013.
 - ii. Documents collected by the JPMorgan Defendants (as designated in the Attachment to this Order) from those custodians whose records are being searched for documents responsive to FHFA's document requests relating to JPMorgan's liability as a successor-in-interest. Such custodial documents shall be produced by July 26, 2013, *provided*, however, that the JPMorgan Defendants shall complete by May 31, 2013 the production of documents responsive to FHFA's document requests relating to JPMorgan's liability as a successor-in-interest that are collected from non-custodial sources.
 - iii. Any other category of documents the producing party or parties and requesting party or parties agree to exempt from the production deadlines set forth in paragraph 1 through 3 above, subject to Court approval.

- iv. Documents de-designated from a privilege log.
7. The scope of examination at any deposition re-opened pursuant to paragraph 5 above shall be limited to the subsequently produced Witness Documents and the subject matters reasonably related thereto.
8. If a party believes that a witness's deposition should not be re-opened pursuant to paragraph 5 above, that party shall meet and confer with the Noticing Party within two (2) business days of the notice to re-open the deposition. If the parties are unable to resolve a dispute concerning the re-opening of a deposition through the meet and confer process, the party that produced the witness bears the burden of seeking relief from the Court to the presumption set forth in paragraph 5 above, by submitting a letter no longer than two (2) pages to the Court within five (5) business days of the notice to re-open the deposition. The Noticing Party may submit a responding letter to the Court no longer than two (2) pages within two (2) business days of the producing party's submission.
9. As used herein, Witness Documents has the same meaning set forth in the Amended Order Regarding Deposition Protocol, entered in the FHFA Actions on February 25, 2013, that is: documents from the witness's custodial files, including shared drives and network drives; documents where the individual is identified on the face of the document through an electronic search of text searchable documents; and documents for which the witness is identified in the metadata (*i.e.*, in the to/from/cc/bcc, author or source metadata field).
10. ~~FHFA Proposal:~~ This Order shall apply to all depositions taken after April 26, 2013, regardless of the date on which they were noticed. 
- ~~Defendants' Proposal:~~ This Order shall apply to depositions taken after May 31, 2013. 

SO ORDERED this 13th day of May, 2013.



HON. DENISE COTE
United States District Judge
Southern District of New York

Appendix A

<u>Tranche 1 and 2 Defendants:</u>	
UBS Defendants	UBS Americas Inc., UBS Real Estate Securities Inc., UBS Securities LLC, Mortgage Asset Securitization Transactions, Inc., David Martin, Per Dyrvik, Hugh Corcoran and Peter Slagowitz
JPMorgan Defendants	JPMorgan Chase & Co.; JPMorgan Chase Bank, N.A.; J.P. Morgan Mortgage Acquisition Corporation; J.P. Morgan Securities LLC (f/k/a J.P. Morgan Securities Inc.); J.P. Morgan Acceptance Corporation I; EMC Mortgage LLC (f/k/a EMC Mortgage Corp.); Bear Stearns & Co., Inc.; Structured Asset Mortgage Investments II Inc.; Bear Stearns Asset Backed Securities I LLC; WAMU Asset Acceptance Corp.; WAMU Capital Corp.; Washington Mutual Mortgage Securities Corp.; Long Beach Securities Corporation; David M. Duzyk; Louis Schioppo, Jr.; Christine E. Cole; Edwin F. McMichael; William A. King; Brian Bernard; Matthew E. Perkins; Joseph T. Jurkowski, JR.; Samuel L. Molinaro, Jr.; Thomas F. Marano; Kim Lutthans; Katherine Garniewski; Jeffrey Mayer; Jeffrey L. Verschleiser; Michael B. Nierenberg; Richard Careaga; David Beck; Diane Novak; Rolland Jurgens; Thomas G. Lehmann; Stephen Fortunato; Donald Wilhelm; Marc K. Malone; Michael L. Parker; David H. Zielke; Thomas W. Casey; John F. Robinson; Keith Johnson; Suzanne Krahling; Larry Breitbarth; Art Den Heyer; and Stephen Lobo.
Merrill Lynch Defendants	Merrill Lynch & Co., Inc., Merrill Lynch Mortgage Lending, Inc., Merrill Lynch Mortgage Capital Inc., First Franklin Financial Corp., Merrill Lynch Mortgage Investors, Inc., Merrill Lynch Government Securities, Inc., Merrill Lynch, and Pierce, Fenner & Smith Inc.
Certain Individual Defendants	Craig Davis, Megan Davidson, and Marangal Domingo
<u>Tranche 3 and 4 Defendants:</u>	
Deutsche Bank Defendants	Deutsche Bank AG, Taunus Corporation, Deutsche Bank Securities Inc., DB Structured Products, Inc., Ace Securities Corp., and Mortgage IT Securities Corp.
HSBC Defendants	HSBC North America Holdings Inc., HSBC USA Inc., HSBC Markets (USA) Inc., HSBC Bank USA, NA., HSI Asset Securitization Corporation, and HSBC Securities (USA) Inc.
Morgan Stanley Defendants	Morgan Stanley, Morgan Stanley & Co. Incorporated (n/k/a Morgan Stanley & Co. LLC), Morgan Stanley Mortgage Capital Holdings LLC (successor-in-interest to Morgan Stanley Mortgage Capital Inc.), Morgan Stanley ABS Capital I Inc., Morgan Stanley Capital I Inc., Saxon Capital, Inc., Saxon Funding Management LLC, Saxon Asset Securities Company, Gail P. McDonnell, Howard Hubler, David R. Warren and Steven S. Stern

Citigroup Defendants	Citigroup Inc., Citigroup Mortgage Loan Trust Inc., Citigroup Global Markets Realty Corp., Citigroup Global Markets Inc., Susan Mills, Randall Costa, Scott Freidenrich, Richard A. Isenberg, Mark I. Tsesarsky, Peter Patricola, Jeffrey Perlowitz and Evelyn Echevarria
First Horizon Defendants	First Horizon National Corporation, First Tennessee Bank National Association, FTN Financial Securities Corporation, First Horizon Asset Securities, Inc., Gerald L. Baker, Peter F. Makowiecki, Charles G. Burkett, and Thomas J. Wageman
Barclays Defendants	Barclays Capital Inc., Barclays Bank PLC, Securitized Asset Backed Receivables LLC, Paul Menefee, John Carroll, and Michael Wade
Bank of America Defendants	Bank of America Corporation, Bank of America, N.A., Asset Backed Funding Corp., Banc of America Funding Corp.,
Credit Suisse Defendants	Credit Suisse Securities (USA) LLC, Credit Suisse Holdings (USA), Inc., Credit Suisse (USA), Inc., DLJ Mortgage Capital, Inc., Credit Suisse First Boston Mortgage Securities Corporation, Asset Backed Securities Corporation, Credit Suisse First Boston Mortgage Acceptance Corporation, Andrew A. Kimura, Jeffrey A. Altabef, Evelyn Echevarria, Michael A. Marriott, Zev Kindler, Thomas E. Siegler, Thomas Zingalli, Carlos Onis, Steven L. Kantor, Joseph M. Donovan, Juliana Johnson, and Greg Richter
Goldman Sachs Defendants	Goldman, Sachs & Co, GS Mortgage Securities Corp., Goldman Sachs Mortgage Company, The Goldman Sachs Group, Inc., Goldman Sachs Real Estate Funding Corp., Howard S. Altarescu, Kevin Gasvoda, Michelle Gill, David J. Rosenblum, Jonathan S. Sobel, Daniel L. Sparks, and Mark Weiss
Nomura Defendants	Nomura Securities International, Inc., Nomura Holding America Inc., Nomura Asset Acceptance Corporation, Nomura Home Equity Loan, Inc., Nomura Credit & Capital, Inc., David Findlay, John McCarthy, John P. Graham, Nathan Gorin, and N. Dante Larocca
SG Americas Defendants	SG Americas, Inc., SG Americas Securities Holdings, LLC, SG Americas Securities, LLC, SG Mortgage Finance Corp., and SG Mortgage Securities, LLC, Arnaud Denis, Abner Figueroa, Tony Tusi, and Orlando Figueroa
Ally Securities Defendant	Ally Securities, LLC
Ally Financial Defendants	Ally Financial Inc. and GMAC Mortgage Group, Inc.
RBS Defendants	RBS Securities Inc.
Certain Individual Defendants	George C. Carp, Robert Caruso, George E. Ellison, Adam D. Glassner, Daniel B. Goodwin, Juliana Johnson, Michael J. Kula, William L. Maxwell, Mark I. Ryan, and Antoine Schettritt, Matthew Whalen, Brian Sullivan, Michael McGovern, Donald Puglisi, Paul Park, and Donald Han